



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAR 16 2 07 PM '93
RECORDATION NO. 9111-5,7
FILED

MAR 16 '98 2-07 PM

March 9, 1998

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 15)
Recordation No. 9111 ✓
Termination of Trust Agreement

Dear Ms. Fort:

Enclosed are one original and two certified copies of each of the following documents:

1. Termination of Trust Agreement dated as of December 1, 1997, between Union Tank Car Company and First Trust, N.A., as Trustee.
2. Bill of Sale from the Trustee to Union Tank Car Company.


Please file these documents as supplements to the filing referred to above.

Enclosed is our check in the amount of \$48 for the filing fees. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

jf/
encls.



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Date: 3/16/98

Jean Fowler
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606
Dear : Madam:

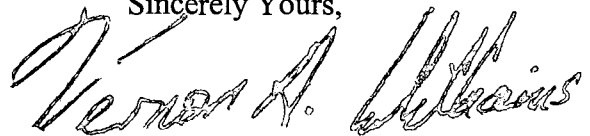
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/16/98

at 2:07PM

assigned recordation numbers (s).9111-S, 9111-T and 14969- E.

Sincerely Yours,



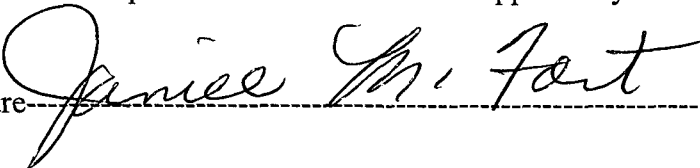
Vernon A. Williams
Secretary

Enclosure(s)

72.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----

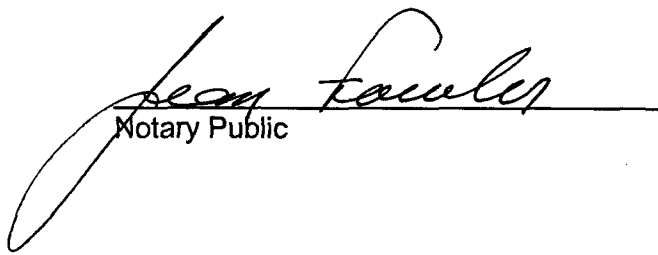


STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement dated as of December 1, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 9th day of March, 1998.


Notary Public

4066A

MAR 16 '98

2-07 PM

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into as of December 1, 1997, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and FIRST TRUST, N.A., formerly known as First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A. ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1977, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 15) in the aggregate principal amount of \$40,000,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 5.01 of the Trust Equipment, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 5.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.


D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement


The Company and Trustee hereby agree, pursuant to Sections 5.01 and 5.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of December 1, 1997, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of December 1, 1997.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

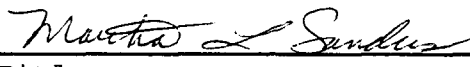
UNION TANK CAR COMPANY

By:  RW
R. C. Gluth
Executive Vice President

Attest:


Robert W. Webb
Secretary

FIRST TRUST, N.A., formerly known as
First Trust of Illinois, N.A.,
as successor to Bank of America Illinois,
formerly known as Continental Bank, N.A.

By: 
Title: Vice President

Attest:

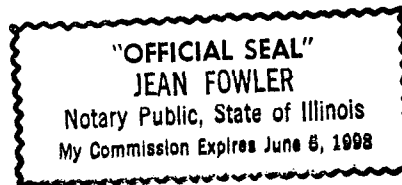

Margaret Okaya
First Vice President

UTC3771

STATE OF ILLINOIS)) ss
COUNTY OF COOK)

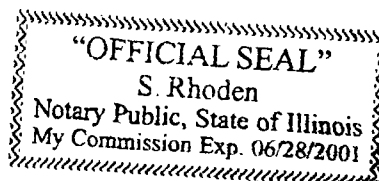
On December 5, 1997, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public

[illegible]

On December 10, 1997, before me personally came MARTIN L. SANDERS, to me known, who, being by me duly sworn, did depose and say that he/she is MARTIN L. SANDERS of First Trust, N.A., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public



UTC3771

12/01/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
50	BOXT	70 TON	BCH 620-669
34	COVE	5,280 CUFT.	UNPX 122023-122056
20	TM	13,540 GAL.	UTLX 14610, 14633, 14635, 14638-14639, 14645, 14650, 14675-14678, 14695-14699, 14769-14770, 14773, 14777
10	TMI	12,900 GAL.	UTLX 14325-14326, 14329-14334, 14347, 14350
17	TMI	15,600 GAL.	UTLX 73934-73945, 73947-73950, 73954
47	TMI	24,750 GAL.	UTLX 70072, 70074, 70079-70081, 70083, 70085-70125
52	TMI	34,000 GAL.	UTLX 82728-82730, 82733, 82735, 82740-82741, 82745-82750, 82752-82754, 82756, 82760, 82762-82773, 82775, 82777-82778, 82780-82785, 82787, 82790-82799, 88006, 88014
45	TPI	34,000 GAL.	UTLX 82701-82706, 82709-82712, 82714-82716, 82718, 82720, 88015, 88036, 88065, 88083, 88517, 88575, 88602, 88654, 88657, 88717, 88796, 88804, 88811, 88835, 89000, 89005, 89013-89014, 89020-89022, 89024, 89026, 89028, 89032, 89039-89040, 89042-89043
16	T054	12,300 GAL.	TCDX 11075-11087, UTLX 12557-12559
139	T054	13,600 GAL.	TCDX 13249-13250 UTLX 11314, 11718-11719, 11925-11926, 11929-11939, 11941-11952, 11954-11956, 11959-11964, 11966-11982, 11984-11989, 12560-12568, 12570-12586, 12588-12596, 12599-12600, 12602-12606, 12845-12871, 12873-12879, 14503, 14506
53	T055	20,000 GAL.	UTLX 12510-12539 30000-30005, 30080-30083, 30085-30097
1	T075	21,000 GAL.	UTLX 85901
1	T095	21,000 GAL.	UTLX 85852
1	T096	23,500 GAL.	UTLX 647037
3	T103	11,200 GAL.	UTLX 24956, 24963-24964
37	T104	13,000 GAL.	UTLX 12296-12304, 12306-12313, 12315-12329, 12330-12334,
28	T104	13,700 GAL.	UTLX 24966, 24968-24974, 25440-25459
53	T104	14,000 GAL.	UTLX 24592-24593, 24599-24602, 24604-24607 24975-24983, 24985-24990, 24992, 24995-24999,

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
			25431–25434, 25436–25439, 25574–25578, 25617–25625,
115	T104	14,694 GAL.	UTLX 12146–12148, 12151, 12153–12160, 12162–12172, 12174–12187, 12208–12227, 12229–12230, 12232–12240, 12242–12252, 12255, 12257–12261, 12263–12281, 12283–12284, 12286–12288, 12290–12291, 12293–12295, 15984
49	T104	16,400 GAL.	UTLX 71685–71722, 71724–71734
111	T104	17,600 GAL.	UTLX 71773–71774, 71802–71812, 71814–71818, 71820–71825, 71827–71831, 71833–71848, 71850–71865, 71867–71870, 71872–71873, 71875–71880, 71882–71886, 71888–71889, 71891, 71893–71908, 71910, 71912–71924
152	T105	20,000 GAL.	UTLX 25715–25728, 41944–41949, 46664, 46790, 46794–46797, 46799–46813, 46815–46818, 48693, 57793–57814, 57816–57817, 58650–58654, 58658–58659 58663, 58667, 70425–70431, 70433, 70618–70632, 70636–7065070975–70978, 70980–70985, 70987–70997, 70999, 71325–71329, 71331–71338
93	T105	20,600 GAL.	UTLX 71051, 71100–71130, 71132–71169, 71171–71176, 71187–71189, 72927, 76504, 76531, 76536, 76540, 76557, 76559, 76591, 76656, 78111, 78129, 78148, 78173, 78273
34	T105	21,000 GAL.	UTLX 70634, RTCX 21023–21055
2	T106	22,000 GAL.	UTLX 4398–4399
4	T106	22,500 GAL.	UTLX 979–982
206	T106	23,500 GAL.	UTLX 70800–70829, 71000–71003, 71005–71040, 71190–71205, 71207–71214, 71216–71217, 71219–71239, 71241–71254, 71256–71258, 71260–71265, 71267–71269, 71271–71282, 71285–71299, 74321, 74740, 75082, 75086, 75239, 75932, 75977, 76363, 76402, 76427, 76432, 78745–78747, 640215–640236
17	T107	26,700 GAL.	UTLX 30006–30020, UTLX 30036, 30042
30	T389	34,000 GAL.	UTLX 99531–99533, 99535–99536, 99542–99545, 99547–99565, 99567–99568
5	T547	24,800 GAL.	UTLX 96238–96240, 96302, 96360
12	T564	17,400 GAL.	RTCX 17000–17011
67	T564	17,500 GAL.	UTLX 28803, 82519, 82599–82600, 82604–82606, 82609–82610, 82615, 82619–82620, 82622–82623, 82627–82629, 82634, 82638, 82640–82641, 82643–82647,

12/01/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: R015

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
			82650–82652, 82655–82657, 82659, 82661–82664, 82666–82668, 82670, 82673–82676, 82678, 82681–82688, 82690–82691, 82693–82698, 900086–900088, 900090–900091
1	T565	20,000 GAL.	UTLX 27578
11	T907	25,000 GAL.	UTLX 96299–96300, 96306, 96308, 96311, 96346–96347, 96349, 96351, 96355, 96358
37	T907	24,800 GAL.	UTLX 94844, 94887, 94929, 94969, 94977, 96238, 96240, 96249, 96251–96253, 96256–96258, 96262, 96269, 96303–96304, 96307, 96309, 96344, 96348, 96352–96354, 96356–96357, 96359, 96361–96366, 96368–96370
10	C214	5,701 CUFT.	UTCX 57577–57580, 57627–57632
2	C214	5,800 CUFT.	UTCX 220136, 220141
1,565	TOTAL CARS		

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of December 1, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 9th day of March, 1998.


Notary Public

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